

EXHIBIT E

FORM OF ATTORNMENT CERTIFICATE

MASTER SERVICES AGREEMENT

REGARDING

DIVISION OF FAMILY RESOURCES MODERNIZATION PROJECT

By and Between

THE STATE OF INDIANA,

ACTING ON BEHALF OF

THE FAMILY AND SOCIAL SERVICES ADMINISTRATION,

And

INTERNATIONAL BUSINESS MACHINES CORPORATION

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Reference is made to that certain Master Services Agreement Regarding Division of Family Resources Modernization Project by and between the State of Indiana (the "State"), acting on behalf of the Family and Social Services Administration, and International Business Machines Corporation (the "Vendor"), dated _____, 2006 (the "Master Services Agreement"). Capitalized terms used but not otherwise defined herein shall have the meaning given to such terms in the Master Services Agreement.

Pursuant to the requirements of Section 14.8.2 of the Master Services Agreement, the undersigned ("Subcontractor") hereby certifies to the State as follows:

1. Subcontractor is a party to an agreement with Vendor ("Subcontract") pursuant to which Subcontractor will provide certain goods or services to or on behalf of Vendor (the "Subcontracted Obligations") in support of Vendor's obligations under the Master Services Agreement.
2. Pursuant to Section 14.8.1 of the Master Services Agreement, Vendor has conditionally assigned the Subcontract to the State, and the State, in the State's discretion, may, within thirty (30) days prior to the later of the Termination Date or the expiration of the Disengagement Period, as applicable, elect to decline any such assignment of the related Subcontractor, provided, however, the State shall in all such cases be required to pay Vendor the Early Termination Close Out Payments as set forth in Section 16.6.6 despite its election to decline such assignment. Subcontractor consents to such conditional assignment.
3. If the State timely accepts assignment of the Subcontract from Vendor, Subcontractor will be fully and contractually bound to the State with respect to the Subcontract to the same extent Subcontractor was bound to Vendor under the Subcontract, without any need for execution of any additional documentation.
4. Prior to entering into the Subcontract and executing this Certificate, Subcontractor has taken all necessary corporate or limited liability company, as the case may be, actions needed to execute and deliver this Certificate.
5. The individual executing this Certificate on behalf of Subcontractor is a duly authorized representative of Subcontractor and has full authority to act for and to bind Subcontractor.
6. Subcontractor authorizes Vendor to deliver an executed copy of this Certificate to the State.

IN WITNESS WHEREOF, Subcontractor has executed and delivered this Certificate, by its duly authorized representative, this _____ day of _____, 20____.

[Printed Name of Company]

By _____
[Signature]

Printed: _____

Title: _____